

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

TRAVELERS CASUALTY AND SURETY
COMPANY as Administrator for RELIANCE
INSURANCE COMPANY,

Plaintiff,

against

DORMITORY AUTHORITY – STATE OF NEW
YORK, TDX CONSTRUCTION CORP., and KOHN
PEDERSEN FOX ASSOCIATES, P.C.,

Defendants.

AND THIRD-PARTY ACTIONS.

Case No.
07 Civ. 6915 (DLC)

**AFFIDAVIT OF JAMES H.
JONES, P.E. IN OPPOSITION
TO MOTION TO
DISQUALIFY COUNSEL**

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

JAMES H. JONES, P.E., being duly sworn, deposes and says:

1. I am president of defendant/third-party plaintiff TDX Construction Corp. ("TDX"). I am fully familiar with the facts and circumstances stated below, and make this affidavit in opposition to the motion of Jordan Panel Systems Corp. ("Jordan Panel") to disqualify Holland & Knight LLP ("Holland & Knight") as counsel of record for TDX and Dormitory Authority of the State of New York ("DASNY").

2. TDX was retained by DASNY to serve as construction manager for a multistory educational facility on Site B at Baruch College in Manhattan (the "Project").

3. TDX has been represented by Gary L. Rubin, Esq. of the law firm Mazur Carp & Rubin, P.C. ("Mazur Carp & Rubin"), 1250 Broadway, New York, New York, in numerous matters during the past decade, including various legal issues arising from the Project. Among

other things, Mr. Rubin's firm appeared as co-counsel for TDX (jointly with Holland & Knight) in a prior litigation involving the Project.

4. During the course of the controversy concerning this Project, DASNY and TDX discussed an arrangement whereby Holland & Knight would represent both entities as counsel of record in this action. That arrangement was negotiated with the assistance of counsel on both sides, including in-house counsel for DASNY, Mazur Carp & Rubin and Holland & Knight. We regard the details of the arrangement, and its documentation, as confidential. However, we will submit the relevant documentation for *in camera* inspection if the Court requests.

5. After we retained Holland & Knight, Mr. Rubin remained involved as outside counsel advising TDX with respect to this matter.

6. By letter dated May 10, 2005, TDX consented in writing to the simultaneous representation of TDX and DASNY by Holland & Knight after Holland & Knight fully disclosed the implications of the simultaneous representation and explained the advantages and risks involved. I reviewed the written terms of the May 10, 2005 consent letter with Mr. Rubin before executing that document on TDX's behalf. I also authorized Mr. Rubin to transmit the executed letter to Holland & Knight. I am advised that a copy of this written consent is being provided to the Court on this motion.

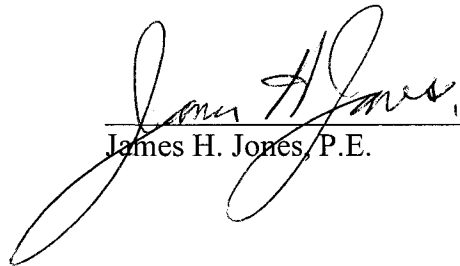
7. TDX perceives that its interests are aligned with DASNY in this case and feels there is a benefit in sharing counsel with DASNY at this time, including economic and strategic efficiencies. DASNY and TDX have entered into a written joint defense agreement with respect to this action.

8. For strategic reasons, TDX has elected not to assert cross-claims against DASNY at this time. TDX has reserved in writing any and all rights to seek indemnification and/or contribution from DASNY in connection with the claims asserted in this action, at any time.

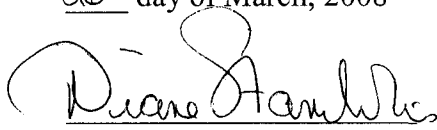
9. In the event either party asserts such claims against the other, the parties and counsel have agreed in writing that Holland & Knight will not represent either party.

10. Holland & Knight has advised TDX, and I understand has advised DASNY, that the firm can competently represent the interests of both clients pursuant to the foregoing arrangements.

11. We ask the Court to permit TDX to proceed with the defense of this action using the counsel of its choice, Holland & Knight. TDX is comfortable with the joint defense arrangement and does not wish to have counsel separate from DASNY at this time.


James H. Jones, P.E.

Sworn to before me this
26th day of March, 2008


Notary Public

DIANE STAMBOLIS
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01ST6036607
Qualified in Kings County
Commission Expires January 31, 2010

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